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February 24, 2025

VIA ECF

Hon. Edgardo Ramos
U.S. District Judge
U.S. District Court for the Southern District of New York
40 Foley Square
New York, NY 10007

Re: SEC v. Kramer, No. 1:24-cv-03498-ER

Dear Judge Ramos:

We write to briefly update the Court regarding an additional development relating to Defendants' pending motion to dismiss (Dkt. 27). Specifically, Defendants previously advised the Court of two recent decisions rejecting the expansive interpretation of "dealer" that the SEC Staff have advanced in this case. *See* Dkt. 38; *National Association of Private Fund Managers v. SEC*, No. 4:24-cv-0250 (N.D. Tex. Nov. 21, 2024) (Dkt. 38-1); *Crypto Freedom Alliance of Texas v. SEC*, No. 4:24-cv-0361 (N.D. Tex. Nov. 21, 2024) (Dkt. 38-2). The SEC Staff subsequently wrote this Court regarding their disagreement with these purportedly "erroneous" decisions. Dkt. 39 at 2.

Although the SEC had appealed those decisions, last week, the SEC voluntarily dismissed those appeals. *See National Association of Private Fund Managers v. SEC*, No. 25-10218 (5th Cir. Feb. 19, 2025), Dkt. 11 ("Ex. A"); *Crypto Freedom Alliance of Texas v. SEC*, No. 25-10208 (5th Cir. Feb. 19, 2025), Dkt. 15 ("Ex. B"). This is further evidence that the positions taken by the SEC Staff in this case are inconsistent with the interpretation of "dealer" held by a majority of the present SEC Commissioners. *See* Dkt. 40.

Respectfully submitted,

/s/ Marshall R. King

Marshall R. King

cc: All counsel of record (via ECF)